

EXHIBIT L

2.

Overkill mirrors their maneuver with a matching nose-low left hand turn --- placing her and the trailing Blue-2/Cream nose-to-nose for a second merge while Blue-1/Masshole tries to turn and get on her tail. This is a "2-circle fight", a high-speed, brutally painful, high-G battle in which two aircraft are chasing each other's tails through the sky ---

INT. BLUE-1, MASSHOLE, COCKPIT - CONTINUOUS

Masshole GRUNTS against the G's crushing him --- forcing himself to breathe --- pulling the nose of his jet hard to try and get behind Overkill ---

INT. RED-1, OVERKILL/TOEJAM, COCKPIT - CONTINUOUS

Toejam has his eyes glued on Masshole who's trying to come around behind them --- Overkill is fixed on Blue-2/Cream still ahead of her and closing fast ---

TOEJAM

Hole's gaining on us ---

OVERKILL (INTO RADIO)

Left-to-left.

CREAM (over radio)

Left-to-left.

EXT. RED-1, OVERKILL/TOEJAM - CONTINUOUS

Another knife-edge pass as Red-1/Overkill blasts past Blue-2/Cream ---

INT. RED-1, OVERKILL/TOEJAM, COCKPIT - MOMENTS LATER

TOEJAM

(a little concerned)

Hole's nose coming on! Pull into him!

OVERKILL

I got him.

INT. BLUE-1, MASSHOLE, COCKPIT - CONTINUOUS

Masshole is seconds away from a missile lock on Overkill ---

MASSHOLE

Blue-1 engaged, offensive.

EXT. RED-1, OVERKILL/TOEJAM - CONTINUOUS

Overkill suddenly JINKS INTO AN INSANE INVERTED DIVE --- dumping flares to defeat his impending IR missile shot.

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3.

INT. BLUE-1, MASSHOLE, COCKPIT - CONTINUOUS

Red-1/Overkill's flares foul his target as she dives away.

MASSHOLE

Shit!

Masshole jinks hard, trying to keep on her ---

INT. RED-1, OVERKILL/TOEJAM, COCKPIT - CONTINUOUS

TOEJAM

He's got a bag of knots, go one-circle with him.

OVERKILL

Got it.

Overkill and Toejam GRUNT from a sledgehammer of G's as she reverses the direction of their turn --- pulling into Masshole --

EXT. SKY - VARIOUS ANGLES - MOMENTS LATER

Red-1/Overkill is tangled with Blue-1/Masshole in a "one-circle flat-scissors" --- a crisscrossing fight, weaving back and forth --- Both pilots slowing their jet down to try and get the other to jump in front and give a clear shot - neither able to.

MASSHOLE (over radio)

Cream, she wants a knife fight --
You need to extend, get distance and
pitch back in for a shot.

INT./EXT. BLUE-2, CREAM, COCKPIT - CONTINUOUS

CREAM (INTO RADIO)

Wilco. I'm off free. Shot in 15
seconds.

Cream lights his afterburners and angles his nose low --- separating from the pack and building speed ---

INT. RED-1, OVERKILL/TOEJAM, COCKPIT - BEAT LATER

Overkill weaves left as Blue-1/Masshole goes right --- both she and Toejam Grunting and breathing against the G's.

OVERKILL

Where's Cream? I lost him.

TOEJAM

Tally One, left ten o'clock, 3 miles,
5 low. Coming around. He's arcing!

OVERKILL
(locating Cream)
Tally one.
(grins behind her mask)
Let's put him out of his misery.

INT. BLUE-2, CREAM, COCKPIT - CONTINUOUS

Cream is climbing through a left-hand turn --- afterburners
at full grunt ---

CREAM (INTO RADIO)
(grunting from the G's)
Turning in.

MASSHOLE (over radio)
(concerned)
Blue-2, you're arcing!

Cream suddenly glances up with concern --- realizes the fight
has moved and he's overshot ---

CREAM (INTO RADIO)
Blind, no joy. Coming around!

Suddenly his RWR warning tone sounds ---

OVERKILL (over radio)
Fox-2. Kill the F-18 in full
afterburner, left-hand turn, nose
high.

Cream flinches, realizing he's gooned it up.

CREAM
(pissed at himself)
Copy kill, exiting.

INT. RED-1, OVERKILL/TOEJAM, COCKPIT - CONTINUOUS

Overkill throws their jet into another hard banking pass
with Masshole ---

TOEJAM
What a grape! Let's the finish this
chowderhead off. Get to the alpha
and work on his six ---

EXT. AIR - CONTINUOUS

Red-1/Overkill and Blue-1/Masshole weave again, passing low-
to-high ---

5.

INT. BLUE-1, MASSHOLE, COCKPIT - CONTINUOUS

Masshole grunts and breathes against the G-forces. Suddenly his radar warning tone pulses loudly. He behind his jet in surprise ---

MASSHOLE (into radio)
(surprised)
What the shit?!

EXT. SKY - CONTINUOUS

Swooping on Blue-1/Masshole's rear is another F-18E...

EXT./INT. WILDCARD-1, MAVERICK, COCKPIT - CONTINUOUS

Maverick is at the stick, Blue-1/Masshole in his gunsights -- the missile lock confirmation tone pulsing in his ear. His eyes are smiling...it's good to be back in the saddle again.

MAVERICK (into radio)
Fox-2. Kill low F-18.

INT. RED-1, OVERKILL/TOEJAM, COCKPIT - CONTINUOUS

OVERKILL
(shocked and confused)
Holy shit. Is that Mav? Where is he?
What the...

TOEJAM
(rapid fire)
Ditch left NOW!

Overkill and Toejam both Grunt as Overkill throws the jet into a punishing evasive maneuver.

TOEJAM (CONT'D)
He's at our left 7, half a mile, one low!

OVERKILL
(glancing skyward)
Dammit. Tally one. I got 'em now.

EXT. RED-1, OVERKILL/TOEJAM - CONTINUOUS

Overkill banks hard, pumping out flares as Mav dives in behind her.

INT. WILDCARD-1, MAVERICK, COCKPIT - CONTINUOUS

Mav's G-suit inflates and he GRUNTS HARSHLY following Overkill through a hard diving turn --- trying to pull his Jet's nose around faster --- vapor clouds ripping over his wings ---

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6.

INT. RED-1, OVERKILL/TOEJAM, COCKPIT - CONTINUOUS

MAVERICK (over radio)
Fox-2 on low-nose Hornet, 8 angels.
Knock it off, Knock it off.

OVERKILL (INTO RADIO)
Copy kill. Knock it off, knock it
off.

Overkill flips off her mask in disgust.

OVERKILL (CONT'D)
Stinson! We had this thing suitcased!

TOEJAM
Where the hell did he come from?

OVERKILL
The goddamned wild card ---

JUMP CUT TO:

EXT. CLOUDY SKY - VARIOUS - DAY

3 NEW F-18s rip past each other in a NEW DOGFIGHT ---

Blue-1, an F-18F is Mooch and Cleft. Blue-2, an F-18E, is
Oops. Red-1, an F-18F is Skidmark and Fanboy.

INT. BLUE 1, F-18F, CLEFT/MOOCH - MOMENTS LATER

CLEFT (INTO RADIO)
Blue's, break left 90, tally one,
left 11 o'clock, 2 miles level.

OOPS (over radio)
Tally one, visual. Keep your heads
on a swivel for Wildcard.

CLEFT (INTO RADIO)
Affirm.
(to Mooch)
Mooch, I'm gonna extend for knots,
keep an eye out for Mav. Don't let
us get schwacked!

Mooch frantically scanning behind their plane ---

MOOCH
We're good, we're good.

EXT. SKY - CONTINUOUS

Cleft pulls hard on Skidmark and Fanboy in Red-1.

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7.

Red-1/Skidmark jinks right into a hard dive, but Blue-2/Oops, is waiting for him.

OOPS (over radio)
Fox-2. Kill On F-18 in right-hand
dive.

JUMP CUT TO:

EXT. A DIFFERENT PATCH OF SKY - LATER

A F-18E, BLUE-1/Cream, screams through a tight bank.

CREAM (over radio)
(angry)
Blue-2, where is he?

NOSEBLEED (over radio)
Ditch left! Bandit at 7 high!

Blue-1/Cream dives hard and pumps out flares, but there's an F-18E screaming down towards him - it's SPANKY in Red-1 ---

INT. RED-1, SPANKY, COCKPIT - CONTINUOUS

Spanky exhales a grunt against the G-forces of his maneuver.

The target lock tone bleeps in his ears and he pulls the trigger on his stick.

SPANKY
Fox-2. Low F-18 in left-hander.

Spanky's missile warning system suddenly bleeps as BLUE-2 with TINMAN and NOSEBLEED, tries to bracket him ---

EXT. RED-1, BRADSHAW - CONTINUOUS

Spanky dumps flares and slams his jet down and away ---

EXT./INT. BLUE-2, TINMAN/NOSEBLEED - MOMENTS LATER

Blue-2/Tinman dives after Spanky ---

INT. RED-1, SPANKY, COCKPIT - MOMENTS LATER

Spanky is in a vicious turning battle with Blue-2, but then he sees CONTRAILS in the distance: another F-18 closing on them, it's Maverick.

Spanky scowls behind his oxygen mask --- then glances at his airspeed: it's Dropping from his turning chase with Blue-2.

If Spanky doesn't move, he's dead meat. Spanky flips a switch on his radio.

8.

SPANKY (over radio)
(faking panic)
Wildcard! 2 miles 7 high!

INT. BLUE-7, TINMAN/NOSEBLEED - CONTINUOUS

TINMAN
Shit, we're gonna get schwacked!
Where is he?

Nosebleed frantically scans the sky behind them --- registers Mav's approaching Jet.

NOSEBLEED
Left one at 6'o clock closing.

Tinman Cranks into a hard left bank --- and for a split second, their attention is distracted from Spanky.

Their RWR tone suddenly bleeps to life with a missile lock.

NOSEBLEED (CONT'D)
Stinson!

SPANKY (over radio)
Fox-2. Kill On F-18 left turn.
Engaging Wildcard.

TINMAN (INTO RADIO)
Copy Kill. Exiting.

Nosebleed slams his hand against the canopy. Knows they just got suckered.

EXT. VARIOUS ANGLES, SKY - CONTINUOUS

Suddenly it's just Mav and Spanky and Mav's coming hard down on Spanky's tail.

Spanky dumps flares and dives, regaining speed he lost in killing Blue-2. Mav gives chase.

Spanky jinking hard --- Mav staying on his ass ---

Both pilots pushing their limits --- G-suits inflated, grunting against the punishing inertial forces ---

INT. RED-1, SPANKY, COCKPIT - MOMENTS LATER

Spanky is sweating --- running hard --- his RWR warning tone flickering on and off as Mav tries to get a lock and Spanky feverishly defends ---

Spanky glances up at the sun -- a desperate idea forming...

9.

Spanky suddenly goes 90-degrees nose-up -- Vapes are pouring off the wings as the high G maneuver squeezes every last bit of humidity out of the SOCAL air. This nose-high maneuver places the bright sun directly behind his aircraft ---

INT. WILDCARD-1, MAVERICK, COCKPIT - CONTINUOUS

Mav suddenly finds himself staring into the sun --- loses sight of Spanky's jet.

INT./EXT. RED-1, SPANKY - MOMENTS LATER

Spanky is nose-vertical - watching his airspeed drop rapidly ---

SPANKY
(to himself)
Come on baby, don't stall.

Suddenly he slams his rudder and flicks the throttle --- a risky "Pirouette" Rudder Reversal, spinning his jet in a rapid 180', flipping the position of his nose and tail in a tight space --- and now HE'S FACING ALMOST RIGHT BACK DOWN AT MAV ---

INT. WILDCARD-1 COCKPIT - CONTINUOUS

Mav sees Bradshaw flip out of the sun and spin --- coming back down on him.

Mav jinks brutally into a dive of his own --- grunting with the sucker-punch of G-forces to avoid a target-lock, but now Mav has become the rabbit and Spanky is diving on his 6. His Radar warning system starts blurping loudly.

INT. RED-1, SPANKY, COCKPIT - MOMENTS LATER

Spanky has Mav in a missile lock.

SPANKY (INTO RADIO)
Fox-2. Kill low Hornet. Continue.

INT./EXT. WILDCARD-1, MAVERICK, COCKPIT - CONTINUOUS

Mav's eyes narrow --- this is unexpected.

MAVERICK (INTO RADIO)
Continue.

Mav ejects flares, reverses into right hand turn ---

INT./EXT. RED-1, SPANKY - MOMENTS LATER

Spanky is on Mav's plane like a pitbull, not letting go --- he hammers his throttle, drawing close on Mav.

10.

Flips a switch on his stick, going to guns. He's got Wildcard/Mav in his HUD boresight.

SPANKY (INTO RADIO)
Trigger down. Pipper's on, Tracking.
Tracking, Tracking, Tracking ---
(a beat)
Knock it off, knock it off.

INT. WILDCARD-1, MAVERICK, COCKPIT - CONTINUOUS

Mav glances towards Spanky's jet, we can tell that he's frowning behind his mask.

MAVERICK (INTO RADIO)
Knock it off, knock it off. Nice
work. Fence out. I got lead on the
left.